COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

| THE APPLICATION OF USA MOBILE |) | | | |
|-----------------------------------|---|--------|------|--------|
| COMMUNICATIONS, INC. II AND ARCH |) | | | |
| COMMUNICATIONS GROUP, INC. FOR AN |) | CASE N | . 07 | 95-357 |
| ORDER AUTHORIZING THE ASSUMPTION |) | | | |
| OF INDEBTEDNESS |) | | | |

ORDER

On August 18, 1995, USA Mobile Communications, Inc. II ("USA II") applied to the Commission for approval of a revolving credit facility and a debenture refinancing facility. In its filing, USA II requested a deviation from the requirements of 807 KAR 5:001, Section 6, and 807 KAR 5:001, Sections 11(1)(a), 11(1)(e), and 11(2)(c).

807 KAR 5:001, Section 6, requires the submission of a financial exhibit covering operations for a 12-month period ending not more than 90 days prior to the date of the application. 807 KAR 5:001, Section 11(1)(a), requires a general description of the applicant's property, and Section 11(1)(e), requires that if proceeds are to refund outstanding obligations, a statement of the nature and description of such obligations including their par value, the amount for which they were actually sold, the expenses associated therewith, and the application of the proceeds from such sales must be included in the application. Section 11(2)(c) requires detailed estimates by Uniform System of Accounts number. Having reviewed the filing and being otherwise sufficiently

advised, the Commission finds that the information filed therein is sufficient to enable the Commission to review adequately USA II's filing. Therefore, its request for a deviation from the abovecited regulations should be granted.

IT IS THEREFORE ORDERED that USA II's request for a deviation from the requirements of 807 KAR 5:001, Section 6, and 807 KAR 5:001, Sections 11(1)(a), 11(1)(e), and 11(2)(c), is granted.

Done at Frankfort, Kentucky, this 5th day of September, 1995.

PUBLIC SERVICE COMMISSION

Chairman

Vice Chairman

Complete

ATTEST:

Executive Director